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January 25, 2006

The Honorable Joseph J. Farnan, Jr.  
United States District Court  
District of Delaware  
844 King Street  
Wilmington, DE 19801

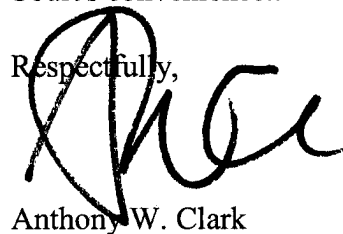
Re: Lazard Frères & Co. LLC v. NorthWestern  
Corporation: C.A. No. 05-395-JJF

Dear Judge Farnan:

In accordance with the briefing schedule set forth in the Court's December 20, 2005 order in the above appeal, our client, Lazard Frères & Co. LLC, filed its opening brief on January 4, 2006. The schedule for answering briefs was January 19, 2006, but none were filed. Therefore, it appears that the appeal is uncontested.

If there is anything further that we can do to assist Your Honor in resolving this appeal, we are available at the Court's convenience..

Respectfully,



Anthony W. Clark

cc: William E. Chipman, Jr.  
Mark Kenney, Esq.  
Warren H. Smith  
Clerk of the Court

**CERTIFICATE OF SERVICE**

I, Albert T. Powers III, hereby certify that on January 25, 2006 I electronically filed the foregoing **Letter from Anthony W. Clark on behalf of Lazard Frères & Co. LLC to the Honorable Joseph J. Farnan, Jr., dated January 25, 2006**, with the Clerk of the Court using CM/ECF which will send notification of such filings to the following:

**By CM/ECF and Hand Delivery**

|  |   |
|--|---|
| Mark Kenney, Esq.<br>Office of the United States Trustee<br>844 King Street, Room 2313<br>Wilmington, DE 19801 | U.S. District Court<br>Clerk's Office<br>884 N. King Street<br>Wilmington, DE 19801 |
|--|---|

**By CM/ECF and First-Class Mail**

|   |   |
|---|---|
| William E. Chipman, Jr., Esq.<br>Greenberg Traurig, LLP<br>The Nemours Building<br>1007 North Orange Street, Suite 1200<br>Wilmington, DE 19801 | Warren H. Smith<br>Warren H. Smith & Assocs., P.C.<br>325 N. St. Paul, Suite 1275<br>Dallas, TX 75201 |
|---|---|

/s/ Albert T. Powers III  
Albert T. Powers III (I.D. No. 4490)